

AUG 15 '12 -4 32 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

August 13, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 11, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor.	First Union Rail Corporation	Lessee:	Rockpile Energy Services, LLC
	One O'Hare Centre		1660 Wynkoop Street, Suite 900
	6250 N River Road, Suite 5000		Denver, CO 80202
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for one hundred (100) hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure

(ROPI001)

AUG 15 '12 -4 32 PM

ASSGN. NO : ROPI001

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11 day of MAY, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rockpile Energy Services, LLC ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 11, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 11, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By:

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title:

ATTEST:

By:

Name:

Title:

Susan GrokulskaSUSAN GROKULSKY
ASSISTANT DIRECTOROF DOCUMENTATIONExecuted on this 21st day of May, 2012.

[CORPORATE SEAL]

STATE OF

COUNTY OF

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of May, 2012

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

ROCKPILE ENERGY SERVICES, LLC

ATTEST

By: James C. Evans

Name: James C. Evans

Title: CFO

By: Paul George

Name: Paul George

Title: VP Business Solutions

Executed on this 15 day of MAY, 2012

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Denver

I, Cody Law, a Notary Public of the County and State aforesaid, certify that Paul George personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 15 day of May, 2012

Cody Law
Notary Public

Commission Expires. 1/11/2016

Cody Law
(Notary Public)

**CODY B LAW
NOTARY PUBLIC
STATE OF COLORADO**

MY COMMISSION EXPIRES 01-11-16

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: Covered hopper Cars

CAR NUMBERS:

1 FURX 004113	26 FURX 826111	51 FURX 826242	76 NDYX 826065
2 FURX 004119	27 FURX 826117	52 FURX 826248	77 NDYX 826110
3 FURX 463150	28 FURX 826127	53 FURX 826922	78 NDYX 826131
4 FURX 821433	29 FURX 826139	54 FURX 826971	79 NDYX 827244
5 FURX 821495	30 FURX 826140	55 FURX 827023	80 NDYX 827718
6 FURX 821948	31 FURX 826143	56 FURX 827428	81 NDYX 828487
7 FURX 822011	32 FURX 826145	57 FURX 828025	82 NDYX 828789
8 FURX 822244	33 FURX 826159	58 FURX 828214	83 NDYX 830438
9 FURX 822429	34 FURX 826183	59 FURX 828550	84 NDYX 830450
10 FURX 824128	35 FURX 826185	60 FURX 829527	85 NDYX 830496
11 FURX 826002	36 FURX 826188	61 FURX 829704	86 NDYX 830505
12 FURX 826013	37 FURX 826190	62 FURX 829736	87 NDYX 830510
13 FURX 826015	38 FURX 826197	63 FURX 829760	88 NDYX 830512
14 FURX 826047	39 FURX 826201	64 NDYX 475296	89 NDYX 830534
15 FURX 826051	40 FURX 826205	65 NDYX 815289	90 NDYX 830974
16 FURX 826066	41 FURX 826206	66 NDYX 816886	91 NDYX 831063
17 FURX 826069	42 FURX 826207	67 NDYX 816906	92 NDYX 831207
18 FURX 826070	43 FURX 826209	68 NDYX 822151	93 NDYX 833643
19 FURX 826078	44 FURX 826217	69 NDYX 822275	94 NDYX 833644
20 FURX 826079	45 FURX 826219	70 NDYX 822337	95 NDYX 833691
21 FURX 826084	46 FURX 826226	71 NDYX 822383	96 NDYX 833692
22 FURX 826087	47 FURX 826228	72 NDYX 822484	97 NDYX 833728
23 FURX 826091	48 FURX 826232	73 NDYX 823334	98 NDYX 833761
24 FURX 826107	49 FURX 826233	74 NDYX 824915	99 NDYX 839047
25 FURX 826109	50 FURX 826234	75 NDYX 824932	100 NDYX 839258